

MOSES & SINGER LLP

RECORDATION NO. 25204 FILED

1301 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10019-6076

SEP 23 '04 11-58 AM

WRITER'S DIRECT DIAL  
(212) 554- 7832

(212) 554-7800

SURFACE TRANSPORTATION BOARD  
FACSIMILE  
(212) 554-7700

September 21, 2004

**VIA FEDERAL EXPRESS**

Hon. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

Dear Sir:

I am enclosing two (2) originals of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Memorandum of Security Agreement, a primary document dated as of August 25, 2004. The names and addresses of the parties to the document are as follows:

Interfor Pacific Inc., grantor of the security interest, 8788 Oertel Drive, Blaine, Washington 98230, USA.

Royal Bank of Canada, Agent for certain lenders, Royal Bank Plaza, P.O. Box 50, 12<sup>th</sup> Floor, South Tower, 200 Bay Street, Toronto, Ontario, M5J 2W7.

A description of the equipment covered by the document follows:

Fifty (50) 1999 built 73' centerbeam railcars.

1	TR 273403	26.	TR 27993
2	TR 273881	27.	TR 274004
3	TR 273882	28.	TR 274011
4	TR 273885	29.	TR 274020
5	TR 273890	30.	TR 274035
6	TR 273895	31.	TR 274040
7	TR 273896	32.	TR 274045
8	TR 273904	33.	TR 274053
9	TR 273912	34.	TR 274062
10	TR 273916	35.	TR 274075
11	TR 273918	36.	TR 274076
12	TR 273925	37.	TR 274086
13	TR 273933	38.	TR 274090
14	TR 273934	39.	TR 274099
15	TR 273939	40.	TR 274102
16	TR 273941	41.	TR 274105
17	TR 273951	42.	TR 274111
18	TR 273955	43.	TR 274112
19	TR 273956	44.	TR 274114
20	TR 273960	45.	TR 274116
21	TR 273961	46.	TR 274117
22	TR 273971	47.	TR 274120
23	TR 273984	48.	TR 274124
24	TR 273989	49.	TR 274128
25	TR 273990	50.	TR 274157



MOSES & SINGER LLP

Hon. Vernon A. Williams, Secretary  
September 21, 2004  
Page 2

A short summary of the document to appear in the index follows:

Memorandum of Security Agreement dated as of August 25, 2004,  
between Interfor Pacific Inc., a Washington corporation and Royal  
Bank of Canada as agent for certain lenders under that certain  
Credit Agreement dated for reference August 25, 2004, relating to  
that certain Security Agreement dated as of August 25, 2004  
between the aforesaid parties.

A fee of \$30 is enclosed. Please return one of the enclosed originals of the Memorandum  
of Security Agreement with the recordation number stamped on it to the undersigned.

If you have any questions, please call me at 212-554-7832.

Very truly yours,

MOSES & SINGER LLP



Devika Kewalramani

Enclosures

cc: James Sutcliffe, Esq.  
Richard Sarabando, Esq.  
Ward Burringrud, Esq.  
Duff Bryant, Esq.  
Ms. Rose Lindberg  
Peter S. Smedresman, Esq.  
Elizabeth S. Sawyer, Esq.

SEP 23 '04 11-58 AM

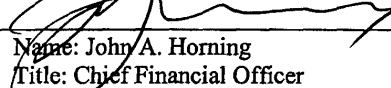
**MEMORANDUM FOR RECORDATION WITH THE SURFACE TRANSPORTATION  
BOARD UNDER 49 U.S.C. § 11301**

MEMORANDUM OF SECURITY AGREEMENT dated as of ~~September 3~~<sup>August 25</sup>, 2004, between INTERFOR PACIFIC INC., a Washington corporation (hereinafter, "Interfor Pacific"), and ROYAL BANK OF CANADA as agent for certain lenders under that certain Credit Agreement dated for reference August 25, 2004 (hereinafter, the "Agent").

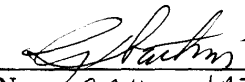
WHEREAS, Interfor Pacific and the Agent are entering into that certain Security Agreement dated as of ~~September 3~~<sup>August 25</sup>, 2004 covering, among other things, the railcars listed on Schedule I attached hereto and subject to the Master Railcar Service and Lease Agreement No. 0351880 dated as of February 16, 2000 by and between Bombardier Capital Rail Inc. and Crown Pacific Partners, L.P. as heretofore amended and as it may be further amended, supplemented or otherwise modified from time to time.

IN WITNESS WHEREOF, Interfor Pacific and the Agent wish to show for the public record the leasehold interest of the said railcars by Interfor Pacific and accordingly have caused this memorandum to be executed by their respective officers thereunto duly authorized, as of the date first above written.

INTERFOR PACIFIC INC., a Washington corporation

By:   
Name: John A. Horning  
Title: Chief Financial Officer

ROYAL BANK OF CANADA, as Agent

By:   
Name: GAIL WATKIN  
Title: MANAGER, AGENCY

CONSENTED TO BY:

BOMBARDIER CAPITAL RAIL INC.

By: \_\_\_\_\_  
Name:  
Title:

By: \_\_\_\_\_  
Name:  
Title:

SCHEDULE I TO MEMORANDUM OF SECURITY AGREEMENT

**EXHIBIT A**

**to Amendment No. 003 to Schedule No. 001**

Description: Fifty (50) 1999 built 73' centerbeam railcars.  
Equipment No.

1. TR 273403
2. TR 273881
3. TR 273882
4. TR 273888
5. TR 273890
6. TR 273895
7. TR 273896
8. TR 273904
9. TR 273912
10. TR 273916
11. TR 273918
12. TR 273925
13. TR 273933
14. TR 273934
15. TR 273939
16. TR 273941
17. TR 273951
18. TR 273955
19. TR 273955
20. TR 273950
21. TR 273981
22. TR 273971
23. TR 273984
24. TR 273989
25. TR 273990

26. TR 273993
27. TR 274004
28. TR 274011
29. TR 274020
30. TR 274035
31. TR 274040
32. TR 274045
33. TR 274053
34. TR 274052
35. TR 274076
36. TR 274078
37. TR 274086
38. TR 274090
39. TR 274099
40. TR 274102
41. TR 274105
42. TR 274111
43. TR 274112
44. TR 274114
45. TR 274116
46. TR 274117
47. TR 274120
48. TR 274124
49. TR 274128
50. TR 274157

CANADA )  
 )  
PROVINCE OF ONTARIO )  
 )  
CITY OF TORONTO )

On this 14<sup>th</sup> day of SEPTEMBER, 2004, before me personally appeared  
GAIL WATKIN, to me personally known, who, by me being duly sworn say that  
~~he~~/she is a MANAGER, AGENCY of Royal Bank of Canada, and that the instrument attached  
hereto was signed on behalf of the said Royal Bank of Canada by authority of its board of  
directors, and ~~he~~/she acknowledged that the execution of the instrument attached hereto was  
the free act and deed of said Royal Bank of Canada.

Sharon G. Fugor

Name:  
A NOTARY PUBLIC in and for the Province of  
Ontario; BEING A SOLICITOR, OR  
My appointment expires \_\_\_\_\_  
                    does not

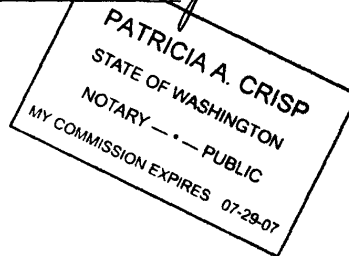
(Affix Notarial Seal)

STATE OF Washington  
CITY OF Seattle ) ss.:

On this 27<sup>th</sup> day of August, 2006, before me personally appeared Chris Horning, to me personally known, who, by me being duly sworn, says that he/she is a CEO of Klamath Northern Railway Company, and that the foregoing instrument was signed on behalf of said company by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company. Interfa Pacific Inc.

Patricia A. Crisp  
Notary Public

My commission expires: 7-29-07



STATE OF \_\_\_\_\_ )  
CITY OF \_\_\_\_\_ ) ss.:

On this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who, by me being duly sworn, says that he/she is a \_\_\_\_\_ of Royal Bank of Canada, and that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

\_\_\_\_\_  
Notary Public

My commission expires: